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being controlled by the holders of the stock, a stockholder may exercise the right to have such stock cancelled and may continue the suit commenced by the corporation. The corporation acts in a fiduciary relation toward the stockholders and must act in good faith. The board of directors has no absolute power of disposal of the property and rights of the corporation, but must serve the interests of the corporation in good faith. *Jones v. Morrison*, 31 Minn. 140, 16 N. W. 854; *Jamey v. Minn. Ind. Exp.*, 79 Minn. 488, 82 N. W. 984, 50 L. R. A. 279; *Wheeler v. Bank Building Co.*, 159 Fed. 391, 89 C. C. A. 447, 16 L. R. A. N. S. 892, 14 Ann. Cas. 917.

CORPORATIONS—ULTRA VIRES ACTS—WHO CAN COMPLAIN.—Plaintiff and defendant are both corporations engaged in the business of furnishing water to the same town. Defendant commenced the work of laying certain pipes, and plaintiff, alleging that defendant was thereby exceeding its charter rights, brings this suit for an injunction restraining the defendant from finishing the work. It was found that the defendant had not done, nor did it propose to do, any acts that had been or would be attended with any actual or serious damage to the plaintiff, or would interfere with it in the management and maintenance of its water system. *Held*, the plaintiff is not a proper party to raise the question of whether the defendant is exceeding its charter powers. *New Hartford Water Co. v. Village Water Co.* (Conn. 1913), 87 Atl. 358.

Generally, the question of whether a corporation is exceeding its charter powers can be raised only by the stockholders, or by the state, or by parties who have received some special damage by the alleged ultra vires acts, *Houston & T. C. R. Co. v. Shuley*, 54 Tex. 125; *Baker v. N. W. Loan Co.*, 36 Minn. 185, 30 N. W. 464; *Belchers Sugar Refining Co. v. St. Louis Grain Elevator Co.*, 101 Mo. 193, 13 S. W. 822, 8 L. R. A. 801. The principal case raises the question as to when a third party can object. Formerly a corporation could be attacked because of its ultra vires acts by private persons, but there has been a gradual development in the direction of holding that none but the state or a person directly interested in the corporation can question such authority. The doctrine of ultra vires is not favored in law and is never applied where it would defeat the ends of justice or work a legal wrong if such a result can be avoided, *Southern Pac. Co. v. U. S.*, 28 Ct. of Cl. Rep. 77, *Burke Etc. Co. v. Wells et al.*, 7 Idaho 42, 60 Pac. 87; and as the law stands now, to enable one to raise the question he must prove some actual damage, *De Camp v. Dobbins*, 29 N. J. Eq. (2 Stew.) 36; *Erie Ry. Co v. Delaware L. & W. R. Co.*, 21 N. J. Eq. (6 C. E. Green) 283; *Camblos v. Philadelphia & R. R. Co.*, Fed. Cas. No. 2331. Thus the question cannot be raised by a person not a stockholder, and interested only in competing for wharfage, *New Orleans M. & F. R. Co. v. Ellerman*, 105 U. S. 166, 26 L. Ed. 1015, nor can the act of a corporation taking land be questioned by one who has no right to the land himself, *Butte Hardware Co. v. Schwab*, 13 Mont. 331, 34 Pac. 24; *Case v. Kelly*, 133 U. S. 21, 10 Sup. Ct. 216, 33 L. Ed. 513; the only exception to the rule is where a right is expressly given by statute, *Martindale v. Kansas City, St. J. & B. R. Co.*, 60 Mo. 508; *Kimaly v. St. Louis K. C. & N. Ry.*

Co., 69 Mo. 658. *The Stockport District Water Works Co. v. The Mayor, etc., of Manchester et al.*, in the English Court of Chancery, 9 Jurist N. S. 266-7 is a case in point with the principal case; the court there says in effect that the plaintiffs have no interest in the defendants' action so as to maintain a complaint against them, neither are they qualified to represent the interests of the public; "and in one of these two capacities the bill, if it can be maintained, must be supported. In neither capacity do I think the plaintiffs are entitled to call upon the court for relief."

DAMAGES—MENTAL SUFFERING UNACCOMPANIED BY PHYSICAL INJURY.—Plaintiff was occupying, under a tenancy from month to month, a house owned by defendant. Defendant entered the house before the tenancy was ended, committed various annoyances, and tried to enter the room where plaintiff was confined by ill health. No physical injury resulted. Plaintiff alleged she was "greatly disturbed." *Held*, that damages might be recovered for mental suffering resulting from the wrongful act, even though no physical injury resulted, *Nordgren v. Lawrence* (Wash. 1913), 133 Pac. 436.

It is generally held that fright alone, not resulting in physical injury of a tangible and provable nature, is not a good ground for the recovery of damages. *Ewing v. Pittsburgh C. & St. L. Ry. Co.*, 147 Pa. St. 40, 23 Atl. 340, 14 L. R. A. 666, 30 Am. St. Rep. 709; *Nelson v. Crawford*, 122 Mich. 466, 80 Am. St. Rep. 577, 81 N. W. 335; *Kalen v. Terre Haute & I. R. Co.*, 18 Ind. App. 202, 63 Am. St. Rep. 343, 47 N. E. 694; *Ohliger v. Toledo Traction Co.*, 13 Ohio Cir. Ct. 265; *Newton v. New York, N. H. & H. R. Co.*, 94 N. Y. S. 825, 106 App. Div. 415; *White v. Sander*, 168 Mass. 296, 47 N. E. 90. Humiliation is held to be a good ground of recovery in many jurisdictions, *Palmer v. Braun*, 123 Ill. App. 584; *Missouri K. & T. Ry. v. Ball*, 25 Tex. Civ. App. 500, 61 S. W. 327; as well as sorrow, *Wadsworth v. W. U. Tel. Co.*, 86 Tenn. 695; and *Louisville & Nashville R. R. Co. v. Hull*, 113 Ky. 561, 57 L. R. A. 771. In the principal case the court fails to distinguish and state the ground on which this recovery is allowed. It must, however, from the circumstances reported, be placed either on the grounds of fright or of humiliation. If the latter, the holding is within the rule generally prevailing. If fright is the basis for the recovery, then the fact that a recovery is allowed though the fright was not accompanied by any actual injury resulting from the defendant's wrongful act, places the decision outside the rule now generally followed and shows a tendency of the court to break away from the common-law principle that there must be a palpable, physical injury which is capable of proof, before recovery can be had. Upon this principle the right to recover damages for injuries caused by fright and shock has always been predicated. See also 8 MICH. L. REV. 44, 11 MICH. L. REV. 250; and *Huston v. Freemansburg*, 212 Pa. 548, 61 Atl. 1022.

DIVORCE—HUSBAND'S LIABILITY FOR SUPPORT OF HIS MINOR CHILDREN AFTER DIVORCE.—Plaintiff, who had obtained a divorce for the fault of defendant husband and was awarded the sole care, custody, and control of their child, is suing to recover the amounts necessarily paid out by her for the